



长信传媒

G.H.Y Culture & Media

G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED

(Company Registration No: 337751)
(Incorporated in the Cayman Islands on 29 May 2018)

OFFERING IN RESPECT OF 21,696,000 OFFERING SHARES ("OFFERING SHARES") AT THE OFFERING PRICE OF S\$0.66 PER OFFERING SHARE, COMPRISING:

- (I) **AN INTERNATIONAL PLACEMENT OF 18,696,000 PLACEMENT SHARES TO INVESTORS, INCLUDING INSTITUTIONAL AND OTHER INVESTORS IN SINGAPORE (THE "PLACEMENT"); AND**
- (II) **A PUBLIC OFFER OF 3,000,000 PUBLIC OFFER SHARES IN SINGAPORE (THE "PUBLIC OFFER").**

Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of G.H.Y Culture & Media Holding Co., Limited (the "**Company**") dated 11 December 2020 and registered by the Monetary Authority of Singapore on 11 December 2020.

DBS Bank Ltd. and UOB Kay Hian Private Limited are the joint issue managers and global coordinators for the Offering and DBS Bank Ltd., UOB Kay Hian Private Limited and Bank of China Limited, Singapore Branch are the joint underwriters and bookrunners for the Offering (collectively, the "**Joint Underwriters and Bookrunners**").

INDICATIONS OF INTEREST AND APPLICATIONS RECEIVED

Following the close of the Public Offer at 12.00 noon (Singapore time) on 16 December 2020, the Board of Directors of the Company and the Joint Underwriters and Bookrunners are pleased to announce that the indications of interest received for the Placement and the valid applications received for the Public Offer are as follows:

(a) The Placement

Based on the 18,696,000 Placement Shares available under the Placement (excluding applications by connected persons and persons mentioned in Rule 240 of the Listing Manual), indications of interest were received for approximately 160,389,404 Placement Shares under the Placement, with a total value of approximately S\$105.9 million, resulting in the Placement being approximately 8.6 times subscribed.

(b) The Public Offer

As at the close of the Public Offer at 12.00 noon on 16 December 2020 (excluding applications by connected persons and persons mentioned in Rule 240 of the Listing Manual, there were 1,402 valid applications made by way of Application Forms or Electronic Applications for a total of 48,058,100 Public Offer Shares, with application monies received from such applications amounting to approximately S\$31.7 million. Based on the 3,000,000 Public Offer Shares available for subscription by the public, the Public Offer (excluding applications by connected persons and persons mentioned in Rule 240 of the Listing Manual) was approximately 16.0 times subscribed.

SPREAD IN RELATION TO THE PLACEMENT

The spread of places under the Placement is as follows:

Range of Placement Shares allocated	Number of places
1,000 to 9,900	4
10,000 to 49,900	43
50,000 to 99,900	19
100,000 to 499,900	46
500,000 to 999,900	7
1,000,000 and above	3
Total	122

APPLICATION RESULTS FOR THE PUBLIC OFFER

To ensure a reasonable and equitable spread of Shareholders, the Company and the Joint Underwriters and Bookrunners have decided on the following basis of allocation for the 3,000,000 Public Offer Shares available under the Public Offer:

Range of Offering Shares applied for	Balloting ratio	Number of Public Offer Shares allocated per successful applicant	Percentage of total number of Public Offer Shares (%)	Number of successful applicants
1,000 to 4,900	30:50	1,000	7.5	226
5,000 to 9,900	30:50	1,500	5.2	104
10,000 to 14,900	35:50	2,000	14.5	217
15,000 to 49,900	35:50	2,500	12.2	146
50,000 to 99,900	40:50	4,700	17.1	109
100,000 to 149,900	40:50	6,900	29.0	126
150,000 to 349,900	45:50	9,100	6.7	22
350,000 to 549,900	45:50	11,400	4.2	11
550,000 to 999,900	50:50	13,700	0.5	1
1,000,000 and above	50:50	24,500	3.3	4
			100	966

Based on the above basis of allocation, there were a total of 966 successful applicants in the Public Offer.

RULES 232 AND 240 OF THE LISTING MANUAL

Pursuant to Rules 232 and 240 of the Listing Manual and to the best of the knowledge and belief of the Joint Underwriters and Bookrunners, after having taken all reasonable steps and made all reasonable enquiries, the following persons have been allocated the following number of Offering Shares:

Name of holder	Relationship	No. of Offering Shares allocated	Circumstances giving rise to the interest
Lion Global Investors Limited (" LGIL ") in its capacity as investment manager for and on behalf of its funds and/or clients	LGIL is a member of the same group of companies as OCBC Securities Pte Ltd'. LGIL is a subsidiary of Great Eastern Holdings Limited, which is in turn a subsidiary of Oversea-Chinese Banking Corporation Limited (" OCBC "). OCBC Securities Pte Ltd is a subsidiary of OCBC.	1,800,000	Allocated under the Placement
UOB Asset Management Ltd (" UOBAM ")	UOBAM is a member of the same group of companies as United Overseas Bank (" UOB "). UOB Kay Hian Private Limited is an associated company of UOB.	1,150,000	Allocated under the Placement
Mr Ang Min Jun	Son of Mr Ang Chun Giap (an independent director of the Company).	2,500 ²	Subscribed under the Public Offer

Notes:

- (1) OCBC Securities Pte Ltd is a distributor of Offering Shares in the Offering.
- (2) Mr Ang Min Jun, being an Associate (as such term is defined in the Listing Manual) of Mr Ang Chun Giap, an independent director of the Company, has applied for Public Offer Shares, which is subject to balloting. Based on the number of Public Offer Shares applied for and the balloting ratio for the Public Offer, the number of Public Offer Shares to be allotted to such persons will not exceed 2,500 Public Offer Shares in aggregate. The Company will issue a further announcement upon the determination of the number of Shares allotted to such persons following the crediting of their respective securities accounts with The Central Depository (Pte) Limited ("**CDP**").

Should it subsequently come to the attention of the Joint Underwriters and Bookrunners that there are such other persons specified under Rules 232 and 240 of the Listing Manual who have acquired Offering Shares pursuant to the Offering, an appropriate announcement, through the SGXNET, will be made before trading commences at 9.00 a.m. (Singapore time) on 18 December 2020.

COMMENCEMENT OF TRADING AND REFUNDS

The Shares are expected to commence trading on the SGX-ST on a "ready" basis at 9.00 a.m. (Singapore time) on 18 December 2020, subject to the SGX-ST being satisfied that all conditions necessary for the commencement of trading in the Shares on a "ready" basis have been fulfilled. It is expected that there will be **NO** trading on a "when issued" basis.

Monies paid in respect of unsuccessful applications are expected to be returned (without interest or any share of revenue or other benefit arising therefrom, at the applicant's own risk and the applicant shall have no right or claim against the Company or the Joint Underwriters and Bookrunners) to the applicant within 24 hours of the balloting (or such shorter period as the SGX-ST may require), provided that the remittance accompanying such application which has been presented for payment or other processes has been honoured and the application monies received in the designated share issue account.

Where an applicant's application is rejected or accepted in part only, the full amount or the balance of the application monies, as the case may be, will be refunded (without interest or any share of revenue or other benefit arising therefrom, at the applicant's own risk and the applicant shall have no right or claim against the Company or the Joint Underwriters and Bookrunners) to the applicant within 14 Market Days after the close of the Public Offer, provided that the remittance accompanying such application which has been presented for payment or other processes has been honoured and the application monies received in the designated share issue account.

If the Offering does not proceed for any reason, the full amount of application monies will be returned (without interest or any share of revenue or other benefit arising therefrom, at the applicant's own risk and the applicant shall have no right or claim against the Company or the Joint Underwriters and Bookrunners) to the applicant within three Market Days after the Offering is discontinued, provided that the remittance accompanying such application which has been presented for payment or other processes has been honoured and the application monies received in the designated share issue account.

For enquiries for the results of the applications, applicants may call CDP at +65 6535 7511 using their T-PIN. To sign up for the service, applicants may contact CDP customer service officers for an application form.

The Board of Directors of the Company wishes to thank all applicants who have applied for the Offering Shares, the relevant authorities and all who have helped in one way or another in the Offering, for their support and assistance.

Issued jointly by the Joint Underwriters and Bookrunners

DBS Bank Ltd.
UOB Kay Hian Private Limited
Bank of China Limited, Singapore Branch

For and on behalf of
G.H.Y CULTURE & MEDIA HOLDING CO., LIMITED
17 December 2020

IMPORTANT NOTICE

This announcement is for information only and does not constitute or form part of an invitation or offer to acquire, purchase or subscribe for Shares in the Company in Singapore or any other jurisdiction, nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever.

The value of the Shares and the income derived from them may fall as well as rise. Shares are not obligations of, deposits in, or guaranteed by, the Company or the Joint Underwriters and Bookrunners or any of their respective affiliates. An investment in the Shares is subject to investment risks, including the possible loss of the principal amount invested. Listing of the Shares on the SGX-ST does not guarantee a liquid market for the Shares.

This announcement is not an offer or sale of the Shares in the United States. The Shares have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and applicable state or local securities laws. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States. The Shares are only being offered and sold outside the United States (including to institutional and other investors in Singapore) in reliance on Regulation S under the Securities Act.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of United States securities laws or the laws of any other jurisdiction.